

Constitution and Bylaws of the Kaneohe Officers' Spouses' Club

KANEOHE OFFICERS' SPOUSES' CLUB
PO Box 349000 K-144
Kailua, HI 96734

CONSTITUTION

ARTICLE I

NAME

The name of this club shall be the Kaneohe Officers' Spouses' Club, Kailua, Hawaii, and shall hereinafter be referred to as the "KOSC".

ARTICLE II

PURPOSE-MISSION STATEMENT

Section 1. The purpose of the KOSC is to promote community goodwill, to nurture friendships, and to provide a social and supportive atmosphere among military spouses.

Section 2. The KOSC shall operate as a 501(c)(4) in accordance with base regulations and policies, and shall submit an annual "Request for Operation" to Marine Corps Community Services Hawaii (hereinafter referred to as MCCS) and the Base Commander, Marine Corps Base Hawaii (hereinafter to be referred to as MCBH), Kaneohe Bay, Hawaii, in accordance with Base Order 5760.3B by January 31 each year. The KOSC shall be a nonprofit organization, organized exclusively for the objectives set forth above, and no part of the income of the KOSC will benefit any private member thereof.

ARTICLE III

MEMBERS

Section 1. Regular Members - Dues required. Eligible to vote.

- a. Spouses of active duty and reserve Commissioned and Warrant Officers currently serving in any branch of the United States military.
- b. Spouses of retired Commissioned and Warrant Officers having served in any branch of the United States military.
- c. Spouses of foreign military officers serving in Hawaii.

Section 2. *Honorary Members* - Dues not required. No voting privileges.

- a. Honorary membership shall be extended to any widow or widower of an Officer of military service residing in the State of Hawaii.
- b. Honorary membership shall also be extended to any active-duty Flag Officers' Spouses residing in the state of Hawaii.

Section 3. *Eligibility of Members*

- a. Members who are spouses of active duty or reserve Commissioned and Warrant Officers shall be eligible to serve as Elected or Appointed Officers of the KOSC and have the right to vote at each meeting, as well as ballot voting of Constitution and Bylaws changes and Election of Officers.
- b. Members who are spouses of retired Officers of military service shall be eligible to serve as Appointed Officers of the KOSC and have the right to vote at each meeting, as well as ballot voting of Constitution and Bylaws changes and Election of Officers.
- c. Honorary members are not eligible to vote or hold office.
- d. Any member of the KOSC may serve on committees in accordance with guidelines established within the KOSC Bylaws.

Section 4. No person because of race, color, creed, sex, age, disability, sexual orientation or national origin shall be unlawfully denied membership, unlawfully excluded from participation, or otherwise subjected to unlawful discrimination by this organization.

ARTICLE IV

ORGANIZATION

Section 1. The KOSC Board will govern the affairs of the general membership of the KOSC. The duties of the Executive Board and Appointed Officers will be those normally pertaining to the offices as outlined in the Bylaws.

Section 2. The KOSC Board shall consist of:

- a. Advisory Board
- b. Executive Board
- c. Appointed Officers

Section 3. The voting members of the KOSC Board shall be the Executive Board and Appointed Officers. The President will only vote in the event of a tie.

Section 4. The Executive Board shall be installed at the KOSC May board meeting to serve a term of one year. Elected and Appointed Officers shall assume responsibility for their office on June 1st.

Section 5. Elected and Appointed Officers shall pay dues within 30 days of installation of office.

ARTICLE V

PARLIAMENTARY AUTHORITY

The rules contained in the current edition of “Robert’s Rules of Order” shall govern the KOSC in all cases to which they are applicable in accordance with BO 5760.3B and MCO 5760.4C, and in which they are consistent with this Constitution and Bylaws, and any special rules of order the KOSC may adopt.

ARTICLE VI

AMENDMENT OF CONSTITUTION

Subject to the approval of the Base Commander, this Constitution may be amended by the following procedure:

Section 1. Proposed Changes

- a. Changes may be proposed by the KOSC Board on its own motion, by the Constitution and Bylaws Committee as deemed necessary, or upon written request of any member made to the KOSC Board.
- b. Thirty (30) days written notice of any proposed change shall be published to all members prior to a vote.
- c. All amendments properly submitted shall be voted on before the end of the KOSC fiscal year (May 31st.)

Section 2. Voting

- a. This Constitution may be amended at any KOSC meeting following procedures defined in Section 1.
- b. A motion is passed by a majority of the votes cast.
- c. All members may vote by electronic ballot, which can be obtained from the Parliamentarian.

Section 3. This Constitution, adopted May 2021, rescinds and supersedes all previously written constitutions of the Kaneohe Officers’ Spouses’ Club.

ARTICLE VII

DISSOLUTION

Section 1. The KOSC may be dissolved by using the same procedures as described in Article VI, amending the Constitution. Additionally, the MCBH Base Commander may decide to withdraw authorization to operate aboard the installation at any time. In the event of such dissolution, after all bills and valid debts are paid, any and all remaining funds, assets, and property shall be contributed to charitable organizations of the membership’s choosing. An audit will be conducted, and the report forwarded to MCCS. All other records will be also forwarded to MCCS.

Section 2. In the event the KOSC is dissolved due to insolvency or is insolvent at the time of dissolution, the Executive Board Officers are responsible for the accountability of assets, satisfaction of liabilities, disposition of any residual assets on dissolution, and other matters showing responsible financial management.

BYLAWS
ARTICLE I
FINANCE

Section 1. Dues

- a. This shall be a dues paying club and all dues are non-refundable.
- b. Annual dues shall be determined by the KOSC Board at the May meeting and commence on June 1st; any membership dues paid after January 1st shall be at a reduced rate for the remainder of the year.

Section 2. Fiscal Year

- a. The KOSC fiscal year shall begin on June 1st and end on May 31st.
- b. The MCCA calendar year operates January 1st to December 31st.

Section 3. Accountability of Funds

- a. Funds shall be accounted for by the Treasurer and expenditures shall be authorized by the KOSC Board.
- b. The financial records of the Treasurer shall be reviewed and compiled at least once a year by an independent accounting professional as designated by the President and Treasurer and as required by BO 5760.3B.
- c. Financial records must be submitted to MCCA no later than January for a financial review of the KOSC.
- d. A minimum balance of no less than one year's operating budget shall be left in the treasury at the close of each fiscal year.
- e. Funds designated for a specific purpose as determined by a vote must be distributed by the end of the fiscal year.
- f. Any KOSC Board member who receives a check as a representative of the KOSC is responsible for notifying the Treasurer within five (5) days of receipt to arrange for a timely deposit. Any check written to the KOSC must be deposited within thirty (30) days of receipt.
- g. Any check written to the KOSC which is returned due to insufficient funds will be assessed a service charge equal to the bank's penalty fee.

Section 4. Budget

- a. The Treasurer shall submit an annual budget for approval to the KOSC Board at the May meeting. It is the responsibility of all Board members to provide the Treasurer with an estimate of operating expenses required by their position for the current KOSC fiscal year no later than the April board meeting.
- b. All monies shall be divided as requested and voted upon.

Section 5. Expenditures

- a. Any expenditure by the KOSC Board in excess of \$100.00 must be presented in writing (or for vote) at a KOSC Board meeting.
- b. Any expenditure of less than \$100.00 may be approved by the President and Treasurer.
- c. Funds may be designated for use by a special interest committee, which may have a person who operates as an assistant treasurer under the control of the KOSC Treasurer to handle such designated funds.

- d. Gifts purchased by the KOSC for an individual must be voted on by the KOSC Executive Board and should not exceed \$50.00. If the cost of the gift is to exceed this amount, approval must come from the KOSC Board.
- e. All member debts incurred during the KOSC fiscal year shall be submitted to the Treasurer within thirty (30) days. All debts incurred within thirty (30) days of the end of the fiscal year will be submitted to the Treasurer by a date in May to be designated by the Treasurer. Any bills not turned in by this date will be the responsibility of the person(s) who incurred the debt.
- f. Any check over \$500.00 must have two (2) bank-approved signatures.

ARTICLE II **ORGANIZATION**

Section 1. Elected Officers

The Elected Officers of the KOSC shall be:

- a. President
- b. Vice President
- c. Secretary
- d. Treasurer
- e. Parliamentarian

Section 2. Appointed Officers

The President shall appoint chairpersons for the following positions and committees:

- a. Community Outreach
- b. Membership
- c. Communications Officer
- d. Specialty Events Coordinator

Section 3. Executive Board

- a. Executive Board meetings shall be held at the discretion of the President.
- b. All Executive Board members shall be regular members of the KOSC.
- c. The Executive Board shall consist of Elected Officers of the KOSC and the KOSC Advisory Board.
- d. The Executive Board shall review invitation criteria for all KOSC functions prior to extension.

Section 4. KOSC Board

- a. The KOSC Board shall consist of the Executive Board, Appointed Board members and the Advisory Board and shall govern the affairs of the KOSC.
- b. No member of the KOSC Board has more than one (1) vote.
- c. No member may serve as Treasurer for more than two (2) consecutive years.
- d. No member may serve in the same position for more than two (2) consecutive years. If no alternative interest is expressed, a member may serve additional years at the discretion of the Nominating Committee.

Section 5. Advisory Board

- a. The Advisory Board shall be composed of the spouse(s) of the Commanding General and Deputy Commanding General of MARFORPAC, any Marine Corps General Officer of INDOPACOM, the Marine Corps Colonel Commands, and the Navy Captain Commands associated with Marine Corps Base Hawaii, or their designees.
- b. An advisor shall be required to serve on one (1) or more of the following committees: Budget, Constitution and Bylaws, and Nominations.
- c. The Advisory Board shall have no vote.

Section 6. Committees

- a. All committees organized within the KOSC shall be defined as the Chairperson and an Advisor, plus at least three (3) additional members to fulfill the objectives of each Committee.
- b. Any Board member shall have the right to appoint a committee as required to perform the functions of the position, unless otherwise stipulated.
- c. Special Committee Chairpersons may be appointed by the President with the approval of the KOSC Board, as deemed necessary. The committee shall be self-dissolving upon completion of its purpose.

ARTICLE III

ELECTED AND APPOINTED OFFICERS

Section 1. General Duties of Officers

- a. Elected and Appointed Officers shall be provided with a letter of agreement specifying job description and responsibilities to be kept on file with the Parliamentarian.
- b. The Board member shall present monthly reports to the KOSC Board. Annual reports shall be submitted in writing to the President at the turnover meeting prior to June 1st. Copies of these reports shall be retained for their successors.
- c. Maintain records including, but not limited to, current Constitution and Bylaws, job description, monthly Meeting Minutes, any After Action Reports and/or annual reports, and any other helpful turnover information. Records shall be presented to incoming officer no later than May 31st.
- d. The term of office shall be one (1) year, to begin on June 1st and end on May 31st.
- e. Attend monthly KOSC Board meetings and perform other duties pertinent to the office as necessary.

Section 2. Duties of Elected Officers

- a. President: The President shall:
 1. Call and preside at all board meetings.
 2. Immediately upon assumption of position, become a cosigner with the Treasurer on the KOSC banking account(s).
 3. Select the Appointed Officers to serve on the KOSC Board.
 4. Appoint Committee Chairpersons and committees for all KOSC functions.
 5. Serve as ex-officio member of all committees except the Nominating Committee.
 6. Represent the KOSC to outside persons, organizations, and other area spouse organizations whenever necessary.

7. Become familiar with the Constitution and Bylaws and its parliamentary authority.
 8. Appoint new Board members should any position become vacant and if succession is declined.
 9. Review all KOSC publications prior to printing.
 10. Sign checks in absence of the Treasurer.
- b. Vice President: The Vice President shall:
1. Perform the duties of the President in his/her absence.
 2. Assume the duties of the President should the position become vacant.
 3. Consult with the President on all matters regarding KOSC operations.
 4. When applicable, will serve as the point of contact for all KOSC luncheons, events, and planning committees. May enlist Board assistance or delegate tasks as needed.
 5. Coordinate reservations, menus and costs, and act as a liaison to the Officers' Club for the KOSC for all meetings, programs, and social events. May enlist Board assistance or delegate tasks as needed.
 6. Maintain copies of After-Action Reports for any and all functions of the KOSC.
 7. Facilitate the KOSC turnover meeting.
 8. Coordinate and establish a committee to assist with the Aloha Kickoff.
- c. Secretary: The Secretary shall:
1. Draft and coordinate, with the KOSC President, an agenda for each KOSC Board meeting.
 2. Keep an accurate account of the KOSC Board meetings.
 3. Provide minutes to the KOSC Board within 10 days of the meeting.
 4. Distribute, maintain a log, and be the custodian of Board email addresses and passwords.
 5. Conduct all correspondence as requested and approved by the President.
 6. In coordination with the KOSC President, submit an annual Request for Authorization to Continue Operation to continue operations of the KOSC to the Base Commander and MCCS pursuant to Base Order 5760.3B no later than January 31st.
 7. Assume the responsibilities of the Communications Officer if said position is vacant.
- d. Treasurer: The Treasurer shall:
1. Take charge, maintain custody, and be responsible for all KOSC funds and/or accounts.
 2. Immediately upon assumption of position, become a cosigner with the President on the KOSC banking account(s). As part of turnover, the outgoing and incoming treasurers, presidents and any other outgoing signors must go to the bank together. The outgoing Treasurer must note in the May minutes the names of outgoing and incoming signors.
 3. Balance KOSC checking account monthly and submit a summary of all account activity at KOSC Board meetings.
 4. Immediately upon assumption of position, gain access to the mailbox, change the P.O Box point of contact and facilitate mail key access for additional board members as appropriate, typically President and Vice President.

5. Renew the P.O Box annually.
6. Distribute mail in a timely manner to fellow board members.
7. Submit required financial reports of the KOSC to the Secretary for Request for Authorization to Continue Operation no later than January of each year.
8. With authority, disburse funds and pay bills as necessary.
9. Coordinate with necessary committees to determine the budget and distribution of funds.
10. Verify operational compliance with the Hawaii Secretary of State. Every 5 years the Trade name, KANEOHE OFFICERS' SPOUSES' CLUB, needs to be renewed. The next due date is 23 July 2025.
11. File an e-card annually with the IRS after May 31st.
12. Submit required financial reports of the KOSC to designated accounting professional throughout the course of the fiscal year for tax and/or legal purposes.
13. Maintain and update all electronic banking information and account status.
14. Submit IRS Form 990, Return of Organization Exempt from Income Tax, for annual audit, no later than sixty (60) days after end of KOSC's fiscal year. If IRS Form 990 is not filed, a financial statement with a CPA's signature is required.
15. Serve as Chair of the Budget Committee. Must be comprised of the Treasurer and an Advisor, plus at least three (3) members. Proposed budget for next KOSC year shall be submitted to the Board for approval by the May meeting. (see Article I Section 4 of Bylaws)
16. Perform other duties pertinent to the office (*see* Article I of Bylaws).
17. Coordinate paid dues with Membership Officer, as needed.

e. Parliamentarian: The Parliamentarian shall:

1. Interpret the KOSC Constitution and Bylaws and serve in an advisory capacity for amendments pertaining to either.
2. Advise the KOSC on points of order according to "Robert's Rules of Order".
3. Tabulate all votes of the KOSC Board.
4. Provide Appointed and Elected Board members with letters of agreement in regard to job descriptions as taken from the Constitution and Bylaws by June 1.
5. Provide a full review of the Constitution and Bylaws at the August meeting.
6. Serve as Chair of the Constitution and Bylaws Committee. Must be comprised of Parliamentarian and an Advisor, plus at least three (3) members. Committee will establish in January and will have review and/or proposed changes ready to present to the membership by March meeting.
7. Maintain official custody of the records pertaining to the Constitution and Bylaws of the KOSC.
8. Serve as chair of the Nominating Committee. Must be comprised of the Parliamentarian and an Advisor, plus at least three (3) members to prepare the nominees for presentation to the KOSC Board in March. (*see* Article V, Section 1 of Bylaws)
9. Confirm all absentee/proxy votes are received twenty-four (24) hours in advance of scheduled vote.
10. Provide Communications Officer the electronic ballot for voting on governing documents and election of Officers to be published in the KOSC newsletter, on

the KOSC website, and/or via email where appropriate as determined by the Communications Officer.

Section 3. Duties of Appointed Officers

- a. **Community Outreach:** The Community Outreach Officer shall:
 1. Be responsible for non-monetary assistance to the military and civilian community.
 2. Be responsible for the coordination for a minimum of three (3) community outreach activities to be approved by the KOSC Board at the September meeting.
 3. Coordinate with Communications Officer to publicize events and engage members in the planned community outreach activities.

- b. **Membership:** The Membership Officer shall:
 1. Encourage and obtain membership in the KOSC and provide membership registration materials at all KOSC functions and meetings.
 2. Reach out to new members to personally welcome them and invite them to upcoming events within 30 days of the member joining the KOSC.
 3. Coordinate meal trains or other supportive efforts as requested for KOSC members in need of support (e.g. new babies, medical procedures, etc.)

- c. **Communications Officer:** The Communications Officer shall:
 1. Arrange and maintain adequate and extensive publicity of the meetings and functions of the KOSC in its newsletter and on its website and social media pages.
 2. Attend all function planning committee meetings.
 3. Coordinate the layout and format and arrange for distribution of the monthly newsletter in a timely manner.
 4. Gather and assemble articles and event posts from Board members.
 5. Provide training on the website or communications systems (e.g. Wild Apricot) to other Board members as requested.
 6. Provide accounting information to the Treasurer concerning operational costs as necessary.
 7. Forward relevant correspondence to appropriate Board members.

- d. **Specialty Events:** Specialty Events Coordinator shall:
 1. Determine interest within KOSC for different types of events such as book club, hikes, dining out, game night, coffee chat, happy hour, etc.
 2. Be responsible for securing either individual facilitators for individual events or a facilitator for a type of event for the year (e.g. a book club coordinator) as appropriate based on interest.
 3. Ensure everyone attending events is a paid member of KOSC.
 4. Serve as a representative during initial events for the year.
 5. Coordinate specialty events with the larger KOSC events to prevent calendar conflicts.

ARTICLE IV

MEETINGS

Section 1. KOSC Board Meetings

- a. The KOSC Board shall meet once a month on a day, time, and format decided upon by the Executive Board prior to the first meeting, unless otherwise ordered by the President.
- b. The Executive and Appointed Board will meet in the summer as needed to prepare for the upcoming year.
- c. Special meetings may be called at the discretion of the President.
- d. A majority of the KOSC Board shall constitute a quorum for voting purposes.
- e. KOSC Board meetings are open to any KOSC member. Non-Board members shall have no vote during KOSC Board meetings.

Section 2. Purpose of KOSC Meetings

- a. The regular meeting in May shall be the annual meeting for the purpose of installing Officers for the coming year.
- b. The meeting in August shall hear a full review of the Constitution and Bylaws.
- c. The meeting in March shall be for the purpose of presenting the nominating committee's proposed slate of Officers, asking for nominations from the floor, and for any other business for which previous written notice has been given.
- d. Any changes to the Constitution and Bylaws must be presented to the general membership by the April meeting.
- e. Special meetings may be called by the President with the purpose of the meeting being stated in the call. Except in case of emergency, at least one (1) day's notice shall be given.
- f. All other meetings during the year shall be for the purpose of discussing current business and upcoming functions.

Section 3. Telephone/Alternate Meetings

Subject to provisions herein regarding notice, members of the KOSC Executive Board, or any committee designated thereby, may participate in a meeting of the KOSC by means of a telephone conference or similar equipment whereby all persons participating in the meeting can hear each other at the same time, and participating by such means shall constitute presence in person at the meeting.

Section 4. Telephone/Email Poll

With the concurrence of three (3) officers, the President may call for a decision by the KOSC Executive Board by telephone/email poll. A reasonable effort must be made to contact all KOSC Executive Board members, and a decision by the telephone/email poll shall require the concurrence of a majority of the KOSC Executive Board. There shall be a written record kept of the telephone/email poll which shall state the caller and person called, date/time of the call and the results. The record shall be made a part of the minutes of the next KOSC meeting.

ARTICLE V

ELECTION OF OFFICERS

Section 1. Nominations

- a. The Nominating Committee shall be appointed by the Parliamentarian prior to the March meeting and will consist of the Parliamentarian and an Advisor, plus at least three (3) members.
- b. The Nominating Committee shall present a slate of one or more names chosen from the regular members for each elected office, as set forth in Article II, Section 1 of the Bylaws, at the March KOSC Board meeting, after which nominations may be taken from the floor.
- c. With the consent of the proposed candidates, the complete slate will be placed on the ballot to be voted on in April, and the new Board presented to the membership at the May meeting.

Section 2. Elections

- a. Election of Officers shall be by electronic ballot, by the April meeting. The candidate receiving the majority vote for each office shall be selected. If by electronic ballot- shouldn't it be not at meeting-
- b. All members may vote by electronic ballot, which can be obtained from the Parliamentarian.
- c. Vacancies which occur during the term of office of any of the Elected Officers, with the exception of the President, shall be screened and nominated by the Nominating Committee and shall be approved by a majority vote of the present KOSC Board.
- d. The Vice President shall assume the position of the President upon vacancy.
- e. Candidates receiving a majority vote shall be elected. In the case of a tie vote, another ballot will be cast.

ARTICLE VI

AMENDMENT OF BYLAWS

Subject to the approval of the Base Commander, Bylaws may be adopted, amended, or repealed by the following procedure:

Section 1. Proposed Changes

- a. Changes may be proposed by the KOSC Board on its own motion, by the Constitution and Bylaws Committee as deemed necessary, or upon written request of any member made to the KOSC Board.
- b. Thirty (30) days written notice of any proposed change shall be published to all members prior to a vote.
- c. All amendments properly submitted shall be voted on before the end of the KOSC fiscal year (May 31st).

Section 2. Voting

- a. The Bylaws may be amended at any KOSC meeting following procedures defined

in Section 1.

- b. A motion is passed by a majority of the votes cast.
- c. All members may vote by electronic ballot, which can be obtained from the Parliamentarian.

Section 3. These Bylaws, adopted May 2021, rescind and supersede all previously written Bylaws of the Kaneohe Officers' Spouses' Club, Kaneohe Bay, Hawaii.